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POWER OF ATTORNEY TO PROSECUTE APPLICATIONS BEFORE THE USPTO

I hereby appoint:

☒ Practitioners associated with the Customer Number:

25885

OR

☐ Practitioner(s) named below (if more than ten patent practitioners are to be named, then a customer number must be used):

| Name | Registration Number |
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as attorney(s) or agent(s) to represent the undersigned before the United States Patent and Trademark Office (USPTO) in connection with any and all patent applications assigned only to the undersigned according to the USPTO assignment records or assignment documents attached to this form in accordance with 37 CFR 3.73(b).

Assignee Name and Address:

Eli Lilly and Company

Patent Division

PO Box 6288

Indianapolis, Indiana 46206-6288

A copy of this form, together with a statement under 37 CFR 3.73(b) (Form PTO/SB/96 or equivalent) is required to be filed in each application in which this form is used. The statement under 37 CFR 3.73(b) may be completed by one of the practitioners appointed in this form if the appointed practitioner is authorized to act on behalf of the assignee, and must identify the application in which this Power of Attorney is to be filed.

SIGNATURE of Assignee of Record


The individual whose signature and title is supplied below is authorized to act on behalf of the assignee

| | | | |
|-----------|--|-----------|----------------|
| Name | Douglas K. Norman | Date | 10 August 2004 |
| Signature | <i>Douglas K. Norman</i> | Telephone | 317-433-1651 |
| Title | Deputy General Counsel, General Patent Counsel | | |

This collection of information is required by 37 CFR 1.31 and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

| | | |
|----------------|--|---|
| VIII-4-1 -1 | <p>Declaration: Inventorship (only for the purposes of the designation of the United States of America)</p> <p>Declaration of inventorship (Rules 4.17(iv) and 51bis.1(a)(iv)) for the purposes of the designation of the United States of America:</p> <p>Prior applications:</p> | <p>I hereby declare that I believe I am the original, first and sole (if only one inventor is listed below) or joint (if more than one inventor is listed below) inventor of the subject matter which is claimed and for which a patent is sought.</p> <p>This declaration is directed to the international application of which it forms a part (if filing declaration with application).</p> <p>I hereby declare that my residence, mailing address, and citizenship are as stated next to my name.</p> <p>I hereby state that I have reviewed and understand the contents of the above-identified international application, including the claims of said application. I have identified in the request of said application, in compliance with PCT Rule 4.10, any claim to foreign priority, and I have identified below, under the heading "Prior Applications," by application number, country or Member of the World Trade Organization, day, month and year of filing, any application for a patent or inventor's certificate filed in a country other than the United States of America, including any PCT international application designating at least one country other than the United States of America, having a filing date before that of the application on which foreign priority is claimed.</p> |
|----------------|--|---|

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| | | <p>I hereby acknowledge the duty to disclose information that is known by me to be material to patentability as defined by 37 C.F.R. § 1.56, including for continuation-in-part applications, material information which became available between the filing date of the prior application and the PCT international filing date of the continuation-in-part application.</p> <p>I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.</p> |
| VIII-4-1 -1-1 | Name: | 1-00 ORNSTEIN, Paul, Leslie |
| VIII-4-1 -1-2 | Residence: (city and either US State, if applicable, or country) | Carmel, Indiana IN |
| VIII-4-1 -1-3 | Mailing address: | 10441 Bosahan Court |
| VIII-4-1 -1-4 | Citizenship: | US |
| VIII-4-1 -1-5 | Inventor's Signature: (if not contained in the request, or if declaration is corrected or added under Rule 26ter after the filing of the international application. The signature must be that of the inventor, not that of the agent) |  |
| VIII-4-1 -1-6 | Date: (of signature which is not contained in the request, or of the declaration that is corrected or added under Rule 26ter after the filing of the international application) | 28 February 2003 |

ASSIGNMENT

WHEREAS I, Paul Leslie Ornstein, have made an invention which is the subject of a Patent Cooperation Treaty ("PCT") patent application entitled ESTER PRODRUGS OF A DECAHYDROISOQUINOLINE-3-CARBOXYLIC ACID, PCT/US03/____, filed 14 APR 2003 ("Application"); and
10466

WHEREAS ELI LILLY AND COMPANY, an Indiana corporation having its principal place of business at Lilly Corporate Center, Indianapolis, Indiana 46285, wishes to acquire the entire interest in all inventions disclosed in such Application;

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, I hereby sell, assign, transfer and set over unto Eli Lilly and Company, its successors and assigns (collectively "Lilly") my entire right, title and interest in, to and under the Application, including all priority rights for other countries arising therefrom, all inventions therein disclosed, and any and all present or future patent applications to such inventions that may be filed in the United States or any foreign country, inclusive of, but not limited to, continuations, continuations-in-part, divisions, substitutions, reexaminations, reissues, international applications under the Patent Cooperation Treaty ("PCT"), United States provisional patent applications, certificates of addition, utility models, petty patents, as well as all other intellectual property related to the Application, inclusive of, but not limited to, supplementary protection certificates, copyrights, trademarks, and data package exclusivity rights; and any and all Letters Patent of the United States and of all foreign countries and all related patent term extensions which may be granted for Letters Patent of the United States and of all foreign countries and all related patent term extensions which may be granted for Letters Patent with respect to the Application; all of the above to be held and enjoyed by Lilly for its own use and enjoyment to the full end of the term or terms for which such Letters Patent and related intellectual property rights may be granted, as fully and entirely as the same would have been held and enjoyed by me had this Assignment and sale to Lilly not been made.

For myself and for my heirs, successors and legal representatives, I covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

For myself and for my heirs, successors and legal representatives, I further covenant and agree with Lilly that upon request I and they will, without further consideration than that now paid, but at the expense of Lilly: (i) execute original, provisional, substitute, continuation, divisional, continuation-in-part, reexamined, or reissued applications, amended specifications, or rightful declarations or oaths for

BEST AVAILABLE COPY

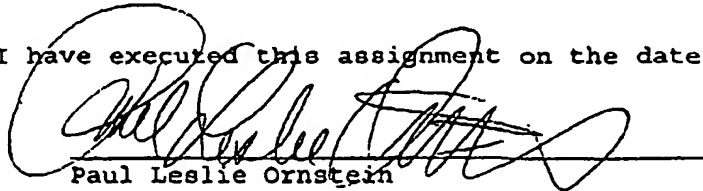
-2-

Docket No. X-15558

such application; (ii) communicate to Lilly any facts known to us or them relating to such inventions or the history thereof; (iii) execute preliminary statements and testify in any interference proceedings, litigation discovery proceedings and depositions, oppositions, cancellation proceedings, priority contests, public use proceedings, administrative agency proceedings, litigation and other court actions and the like; (iv) execute and deliver any application papers, affidavits, declarations, assignments, or other instruments; and (v) do all other acts which, in the opinion of counsel for Lilly, may be necessary or desirable to secure the grant of Letters Patent and related intellectual property to Lilly or its nominees, in the United States and in all other countries where Lilly may desire to have such inventions, or any of them, patented, with specifications and claims in such form as shall be approved by counsel for Lilly and to vest and confirm in Lilly or its nominees the full and complete legal and equitable title to all such Letters Patent and related intellectual property.

IN WITNESS WHEREOF I have executed this assignment on the date indicated below.

28 February 2003
Date


Paul Leslie Ornstein

UNITED STATES OF AMERICA

STATE OF INDIANA)
COUNTY OF Marion) ss:

Before me, a Notary Public for _____ County, State of Indiana, personally appeared Paul Leslie Ornstein and acknowledged the execution of the foregoing instrument this 28 day of February 2002, 2003

Marsha J. Winterrowd
Notary Public

My commission expires:

Marsha J. Winterrowd
My Commission Expires
January 21, 2008
Residence: Marion County

**Delegation of Authority Concerning
Certain Patent Matters**

Pursuant to the authority granted to the General Counsel of the Company by the Executive Committee of the Board of Directors of Eli Lilly and Company ("Company") at its meeting held on August 29, 1986, I delegate to Douglas K. Norman, General Patent Counsel:

Authority to approve and execute for and on behalf of the Company, documents in connection with patent matters relating to:

- (i) the institution, prosecution, and completion of proceedings directed toward the issuance of patents;
- (ii) the amendment, restriction, renewal, reissue, revival, maintenance, restoration, cancellation, extension, and abandonment of patents and of applications for patents;
- (iii) the institution, prosecution, and termination of proceedings of interference, opposition, revocation, and nullification, including the filing of preliminary statements, concessions of priority, disclaimers, abandonments of the contents, and abandonments of the invention;
- (iv) the settlement of patent proceedings of interference, opposition, revocation, and nullification, subject to prior approval by the Senior Vice President and General Counsel of the Company;
- (v) the filing of statutory disclaimers;
- (vi) the institution, prosecution, and termination of appellate proceedings; and
- (vii) the granting and the revocation of powers of attorney in connection with any of the foregoing.

Dated: February 10, 2003

Robert A. Armitage

Robert A. Armitage
Senior Vice President and General Counsel

CERTIFICATE UNDER 37 CFR 3.73(b)Applicant: ORNSTEIN, Paul, LeslieApplication No.: US National Phase of PCT/03/10466 Filed: _____Entitled: ESTER DERIVATIVES OF A DECAHYDROISOQUINOLINE-3-CARBOXYLIC ACID AS ANALGESICS
ELI LILLY AND COMPANY, a CORPORATION

(Name of Assignee)

(Type of Assignee, e.g. corporation, partnership, university, government agency, etc.)

certifies that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of either:

A. ☒ An assignment from the inventor(s) of the patent application identified above.☐ The assignment was recorded in the Patent and Trademark Office at Reel _____, Frame.☒ The assignment is being submitted separately for recordation; a copy of this assignment is attached.

OR

B. ☐ A chain of title from the inventor(s), of the patent application identified above, to the current assignee as shown below:1. From: _____ To: _____
The document was recorded in the Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.2. From: _____ To: _____
The document was recorded in the Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.3. From: _____ To: _____
The document was recorded in the Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.☐ Additional documents in the chain of title are listed on a supplemental sheet.☐ Copies of assignments or other documents in the chain of title are attached.

The undersigned (whose title is supplied below) is empowered to sign this certificate on behalf of the assignee.

I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Date

14 October 2004Alexander Wilson
Patent Attorney